

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE BED BATH & BEYOND INC. SECTION
16(b) LITIGATION

Case No. 1:22-cv-09327-DEH

**DECLARATION OF JOSHUA M. SLOCUM
IN SUPPORT OF RC VENTURES LLC AND RYAN COHEN'S
AMENDED OMNIBUS MOTION TO DISMISS THE COMPLAINTS**

JOSHUA M. SLOCUM declares, pursuant to 28 U.S.C. § 1746:

I am a partner of the law firm of Wollmuth Maher & Deutsch LLP, attorneys for Defendants RC Ventures LLC (“RCV”) and Ryan Cohen (collectively, the “Cohen Defendants”) and make this declaration in support of the Cohen Defendants’ amended omnibus motion to dismiss the complaints of Todd Augenbaum and Judith Cohen filed in this consolidated action. The purpose of this declaration is to place before the Court the following documents concerning said motion, the significance of which is explained in the accompanying memorandum of law.

1. Attached hereto as Exhibit 1 is a true and correct copy of the Beneficial Ownership Report on Schedule 13D filed by RCV with the Securities and Exchange Commission (“SEC”) on March 7, 2022, and an accompanying letter to the Bed Bath & Beyond Inc. (“BBBY”) Board of Directors (the “Board”). The Schedule 13D is publicly available on the SEC’s website at <https://www.sec.gov/Archives/edgar/data/1822844/000119380522000426/0001193805-22-000426-index.html>.

2. Attached hereto as Exhibit 2 is a true and correct copy of the March 24, 2022 cooperation agreement between RCV and BBBY Board, which BBBY filed with the SEC as an attachment to a Current Report on Form 8-K on March 25, 2022. The Form 8-K is publicly available on the SEC’s website at

<https://www.sec.gov/Archives/edgar/data/886158/000114036122011120/0001140361-22-011120-index.html>.

3. Attached hereto as Exhibit 3 is a true and correct copy of the press release issued by BBY, which BBY filed with the SEC as an attachment to a Current Report on Form 8-K on November 2, 2021. The Form 8-K is publicly available on the SEC's website at <https://www.sec.gov/Archives/edgar/data/886158/000114036121036281/0001140361-21-036281-index.html>.

4. Attached hereto as Exhibit 4 is a true and correct copy of relevant excerpts from the Annual Report on Form 10-K that BBY filed with the SEC on April 21, 2022. The Form 10-K is publicly available on the SEC's website at <https://www.sec.gov/Archives/edgar/data/886158/000088615822000047/0000886158-22-000047-index.html>.

5. Attached hereto as Exhibit 5 is a true and correct copy of relevant excerpts from the press release which BBY filed with the SEC as an attachment to a Current Report on Form 8-K on April 13, 2022. The Form 8-K is publicly available on the SEC's website at <https://www.sec.gov/Archives/edgar/data/886158/000088615822000042/0000886158-22-000042-index.html>.

6. Attached hereto as Exhibit 6 is a true and correct copy of the Amended Beneficial Ownership Report on Schedule 13D/A filed by RCV with the SEC on August 18, 2022. The Schedule 13D/A is publicly available on the SEC's website at <https://www.sec.gov/Archives/edgar/data/1822844/000092189522002496/0000921895-22-002496-index.html>.

7. Attached hereto as Exhibit 7 is a true and correct copy of the BBBY Board's response to Plaintiff Augenbaum's litigation demand, issued on October 21, 2022.

8. Attached hereto as Exhibit 8 is a true and correct copy of the Findings of Fact, Conclusions of Law, and Order (I) Approving the Disclosure Statement on a Final Basis and (II) Confirming the Second Amended Joint Chapter 11 Plan of Bed Bath & Beyond Inc. and Its Debtor Affiliates, *In re Bed Bath & Beyond Inc.*, No. 23-bk-13359-VFP (Bankr. D.N.J. Sept. 14, 2023), ECF No. 2172.

9. Attached hereto as Exhibit 9 is a true and correct copy of Notice of (I) Entry of the Order (A) Approving the Disclosure Statement on a Final Basis and (B) Confirming the Second Amended Joint Chapter 11 Plan of Bed Bath & Beyond Inc. and Its Debtor Affiliates and (II) Occurrence of Effective Date, No. 23-bk-13359-VFP (Bankr. D.N.J. Sept. 29, 2023), ECF No. 2311.

10. Attached hereto as Exhibit 10 is a true and correct copy of the relevant excerpts from the Quarterly Report on Form 10-Q that BBBY filed with the SEC on January 6, 2022. The Form 10-Q is publicly available on the SEC's website at <https://www.sec.gov/Archives/edgar/data/886158/000088615822000006/0000886158-22-000006-index.html>.

11. Attached hereto as Exhibit 11 is a true and correct copy of a graph originally produced on Nasdaq.com and previously submitted in connection with the Cohen Defendants' omnibus motion to dismiss as Exhibit 9 (ECF 43-9), showing the daily trading prices of BBBY's Common Stock for the range of mid-September, 2021 to the end of March, 2022. This graph was publicly available on Nasdaq.com while BBBY Common Stock was trading.

12. Attached hereto as Exhibit 12 is a true and correct copy of relevant excerpts from the Definitive Proxy on Schedule DEF 14A that BBBY filed with the SEC on June 1, 2022. The Schedule DEF 14A is publicly available on the SEC's website at <https://www.sec.gov/Archives/edgar/data/886158/000114036122021506/0001140361-22-021506-index.html>.

I declare under penalty of perjury that the foregoing is true and correct. Executed on November 8, 2023.

/s/ Joshua M. Slocum
Joshua M. Slocum